

Office of the Minnesota Secretary of State
Minnesota Nonprofit Corporation/Articles of Incorporation
Minnesota Statutes, Chapter 317A



The individual(s) listed below who is (are each) 18 years of age or older, hereby adopt(s) the following Articles of Incorporation:

ARTICLE 1 - CORPORATE NAME:

Smart Growth Minneapolis

ARTICLE 2 - REGISTERED OFFICE AND AGENT(S), IF ANY AT THAT OFFICE:

Name	Address:
	5335 Washburn Ave S Minneapolis MN 55410 USA

ARTICLE 3 - INCORPORATOR(S):

Name:	Address:
Jerome H. Borden	2200 IDS Center 80 South 8th Street Minneapolis MN 55402

DURATION: PERPETUAL

If you submit an attachment, it will be incorporated into this document. If the attachment conflicts with the information specifically set forth in this document, this document supersedes the data referenced in the attachment.

By typing my name, I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

SIGNED BY: Jerome H. Borden

MAILING ADDRESS: None Provided

EMAIL FOR OFFICIAL NOTICES: JGoetz@schwebel.com

ARTICLES OF INCORPORATION OF SMART GROWTH MINNEAPOLIS

These Articles of Incorporation are executed by the undersigned incorporator for the purpose of forming a nonprofit corporation under the Minnesota Nonprofit Corporations Act, Minnesota Statutes, Chapter 317A, as follows:

ARTICLE I Name

The name of the corporation is Smart Growth Minneapolis (the "Corporation").

ARTICLE II Registered Office

The registered office of the Corporation shall be located at 5335 Washburn Ave. S, Minneapolis, MN 55410. There shall be no registered agent.

ARTICLE III Purposes

This Corporation is organized and shall be operated exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"). All references in these Articles of Incorporation to a particular section of the Code shall mean and include, as now enacted or as hereafter amended, such section and any provisions of federal law as are or may hereafter be applicable to such section. Within the limitations established by the preceding sentence, the Corporation is organized and shall be operated primarily to conduct activities related to the common good and general welfare of the Minneapolis community, including through the preservation, beautification and environmentally sustainable development of Minneapolis, through education of the public, advocacy efforts, litigation or otherwise, and to do any and all other acts and things and exercise any and all other rights and powers which may be reasonably necessary, incidental, desirable or expedient in the accomplishment of such purposes.

ARTICLE IV Powers

Section 1. Powers. The Corporation, in carrying out its purposes, shall have all the powers granted by law to a corporation formed under the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, and any laws amendatory thereof or supplementary thereto.

Section 2. Limitations. Notwithstanding any other provision in these Articles of Incorporation, the Corporation shall not carry on any activities, or exercise any power, not permitted to be carried on or exercised by a corporation exempt from federal income tax under Section 501(c)(4) of the Code.

ARTICLE V
Duration

The duration of the Corporation shall be perpetual.

ARTICLE VI
No Members

The Corporation shall not have members.

ARTICLE VII
No Capital Stock

The Corporation shall not have capital stock.

ARTICLE VIII
Board of Directors

Section 1. Board of Directors. The general management of the business and affairs of the Corporation shall be vested in a Board of Directors. The number, qualifications, term of office, method of election, powers, authorities and duties of the directors of the Corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the Bylaws of the Corporation.

Section 2. Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by written action signed, or consented to by authenticated electronic communication by that number of directors that would be required to take the same action at a meeting of the Board of Directors.

ARTICLE IX
No Pecuniary Gain

The Corporation shall not afford pecuniary gain, incidentally or otherwise, to its directors or officers. No part of the net earnings of the Corporation shall inure to the benefit of its directors, officers or any other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to provide indemnification and pay premiums for insurance protection without reimbursement to the full extent permitted or required by applicable law, and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE X
No Personal Liability

The directors and officers of the Corporation shall not be personally liable for the acts, debts, liabilities or obligations of the Corporation to any extent whatsoever; nor shall any of the

property of the directors or officers of the Corporation be subject to the payment of any debts or obligations of the Corporation.

ARTICLE XI **Indemnification**

The Corporation shall indemnify its directors, officers, committee members, employees, and agents in the manner set forth in Minnesota Statutes Section 317A.521, provided the Corporation has made such determination or determinations, if any, as it may reasonably require to establish that the standards set forth in Minnesota Statutes Section 317A.521, subd. 2, have been met. In addition, the Corporation may, in the sole discretion of its Board of Directors, indemnify such persons or any other person under such circumstances or different circumstances as the Board of Directors shall deem appropriate as long as the Board of Directors reasonably believes such indemnification to be in the best interests of the Corporation.

ARTICLE XII **Dissolution**

The Corporation may be dissolved in accordance with the laws of the State of Minnesota. No director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation and all costs and expenses incurred by the Corporation in connection with such dissolution, dispose of all assets of the Corporation to such organization or organizations exempt from taxation under Section 501(a) of the Code as the Corporation shall determine, or to the State of Minnesota or any political subdivision or agency of the State for exclusively public purposes. Any assets not so disposed of shall be disposed of by the district court of the county in which the Corporation has its principal office, exclusively for one or more exempt purposes within the meaning of Section 501(a) of the Code or corresponding sections of any future tax code, or to such organization or organizations as such court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIII **Amendment**

The Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of the directors if notice of the proposed amendment has been given to all directors at least ten (10) days before (i) the date of the meeting at which the amendment is discussed or (ii) the effective date of any written action approving the amendment.

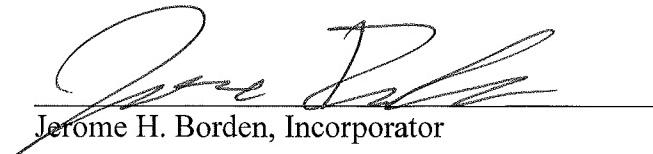
ARTICLE XIV
Incorporator

The name and address of the incorporator, a natural person of legal age, are:

Jerome H. Borden
2200 IDS Center
80 South 8th Street
Minneapolis, MN 55402

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on this 5th day of October, 2018.



Jerome H. Borden, Incorporator

[SIGNATURE PAGE TO ARTICLES OF INCORPORATION]



**Work Item 1034797300024
Original File Number 1034797300024**

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
10/05/2018 11:59 PM

A handwritten signature in black ink that reads "Steve Simon".

Steve Simon
Secretary of State

Office of the Minnesota Secretary of State

Certificate of Incorporation

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

The business entity is now legally registered under the laws of Minnesota.

Name: Smart Growth Minneapolis

File Number: 1034797300024

Minnesota Statutes, Chapter: 317A

This certificate has been issued on: 10/05/2018



A handwritten signature in black ink that reads "Steve Simon".

Steve Simon
Secretary of State
State of Minnesota